

# **EXHIBIT CV-5**

From: Donnie Derrago [mailto:donnie.derrago@psd.com]

**Lisa,**

Can you please provide electronic payment instructions to Brian – he handles all of this as you know. He can let you know if he will do electronic or issue a check for you to pick up.

**My Best,**



**Dominic O'Dierno**

**Executive Vice President, [Q5id](#)**

**503.475.8290 M**

[dod@q5id.com](mailto:dod@q5id.com)

From: Lisa at CV Staffing <[Lisa@cvhires.com](mailto:Lisa@cvhires.com)>  
Date: Thursday, March 16, 2023 at 11:53 AM  
To: Dominic O'Dierno <[dominic.odierno@g5id.com](mailto:dominic.odierno@g5id.com)>  
Subject: Re: WBENC expenses

**CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.**

**Dom,**

Per our contract, and our conversation today, kindly let me know if you'd like me to pop in tomorrow or if you'll be sending me a copy via email confirming electronic wire to CV's bank account in the amount of \$200,000 for the bridge loan including interest for the period past due. Thank you so much

**Looking forward to Collaborating with you further,**

**Lisa Matar**  
**COLLABORATE!**  
**| P: [503.941.9444](tel:503.941.9444)**

23-11007-91b Doc#99-5 Filed 09/05/24 Entered 09/05/24 16:53:20 Exhibit CV-5 Pg 3 of 17  
**From:** Brian Grant <bgrant@q5id.com>  
**Sent:** Saturday, March 4, 2023 10:59 AM  
**To:** lisa@cvhires.com  
**Subject:** FW: Payment on Balances Owed

Hi Lisa,

Thanks for reaching out. Yes, I understand we owe you a significant amount of money, including a bridge loan that is past due. I would like to go over the balances with our new CEO before we meet to discuss payment of outstanding balances. Maybe we can get something on the schedule for mid-week. I will discuss with Michael and get back to you.

Enjoy the weekend!

Brian

**From:** Dominic O'Dierno <dod@q5id.com>  
**Sent:** Friday, March 3, 2023 4:46 PM  
**To:** lisa@cvhires.com; Brian Grant <bgrant@q5id.com>  
**Subject:** Re: Payment on Balances Owed

Thanks Lisa for reaching out to Brian! Have a great weekend.

My Best,



Dominic O'Dierno  
Executive Vice President, [Q5id](#)  
503.475.8290 M  
[dod@q5id.com](mailto:dod@q5id.com)

**From:** [lisa@cvhires.com](mailto:lisa@cvhires.com) <[lisa@cvhires.com](mailto:lisa@cvhires.com)>

**Date:** Friday, March 3, 2023 at 4:26 PM

**To:** Brian Grant <[bgrant@q5id.com](mailto:bgrant@q5id.com)>

**Cc:** Dominic O'Dierno <[dod@q5id.com](mailto:dod@q5id.com)>

**Subject:** Payment on Balances Owed

**CAUTION:** This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Dear Brian,

I hope this message finds you well.

I wanted to take a moment to see how your first weeks at Q5id are coming along in your new role as CFO. I understand that you may be dealing with a significant amount of financial issues that occurred prior to your arrival, and I commend your efforts to address them, and will be brief here, out of respect for your time.

As a partner to Q5id, we have been following the company's progress closely and we are pleased to hear that funding has been secured to address outstanding balances. However, I must emphasize that the unpaid balances have had an impact on our company's operations and growth. We understand that you are working diligently to resolve the issue, and we appreciate your efforts in this regard.

We are eager to work together to ensure timely payment of outstanding balances and would appreciate it if you could let us know when we can anticipate payment. Would you like to schedule a phone call early next week to discuss this matter further, or do you have a plan in place to ensure timely payment of past due balances?

Please don't hesitate to reach out to us at any time to discuss any issues or concerns.

Once again, as we welcome you to the team, we look forward to continuing a successful partnership between our companies and working together to overcome challenges as they arise, collaboratively.

**Looking forward to Collaborating with you further,**



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COLLABORATE! VISUALIZE ▪ STRATEGIZE ▪ PRIORITIZE ▪ ACHIEVE

C: 503.997.0439 | P: 503.941.9444 | F: 503.941.9449

From: Dominic O'Dierno <dod@q5id.com>  
Date: February 26, 2023 at 8:49:17 AM PST  
To: Lisa Matar <lisa@cvhires.com>  
Subject: I did the calculations...let me know if we're good!!

Lisa,

I just did the calculations, including 9% interest on balances due going forward, and based on the proper balances due, here's what it looks like:

**Lisa Matar Proposal - FINAL**

**Agreement and Addendum:** We are offering to provide you either a) an additional 125,000 share grant or b) Warrants to buy 125,000 common shares for \$0.01 per share exercisable for 7 years (a \$350K value today, \$500K once our Reg A offering goes live later this year), for the inconvenience and to rectify the accidental termination of the addendum and all related breaches of the contract and delayed repayment of the loan, including all interest through March 1, 2023.

**1. Proposed Relationship:** Q5id is open to discussing a new contract using CV Hires new standard terms (please provide the new agreement/form for us to review).

**2. Net Balances Due:** Based on our accounting review, excluding the loan, the fee for Shaun, the 13th invoice for Kelly, but including the non-staffing invoice, the total due, including future/structured payments comes to \$323,927.43 of which \$253,155.11 is overdue and \$70,772.32 is on our books for future payment. Your \$200K loan is in addition to that, or a total due of \$523,927.43 (\$453,155.11 due now). For reference, we have paid CV Hires a total of \$548,814.96 to date.

**3. Proposed Payment Plan:**

**a. Payment 1:** \$200,000 within three (3) business days following funding of \$1M or more (which is anticipated on or about February 27th, 2023 which would mean a payment on March 1st). Payment 1 covers the principal balance of the Loan with no balances due on the Loan.

**b. Payment 2:** Payment 2 for \$100,000 payable 30 days following payment 1 (April 1, 2023). Payments 2 is to be applied to accounts payable. Balance at that time (assuming no new invoices) would be \$325,817.23 (includes 30 days interest of \$1,898.66), leaving a balance of \$225,826.09 due after the April 1, 2023 payment.

23-11007-cgb Doc#99-5 Filed 09/05/24 Entered 09/05/24 16:53:29 Exhibit CV-5 Pg 6 of 17  
c. Payments 3-6: four payments equal to 1/4 of balance owed following payment 2 of \$25,826.09 (including estimated interest over the final four months), comes to \$57,330.23 / month. After payments on May 1, June 1, July 1 and August 1, the balances due on all payables would be paid off.

You need to confirm shares or warrants, then we can put this in a more formal repayment document / outline...thanks again!!

My Best,



Dominic ODierno  
Executive Vice President, [Q5id](#)  
503.475.8290  
[dod@q5id.com](mailto:dod@q5id.com)

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From: lisa@cvhires.com <lisa@cvhires.com>  
Sent: Monday, February 6, 2023 1:15 PM

To: 'Dominic O'Dierno' <dod@q5id.com>

Subject: Response by 3pm Friday Feb 10th : Amended - Next Draft Outline - Thoughts Dom Q5id

Hi Dom,

I hope you have safe travels to London today.

As requested, I'm resending the email from last week.

I have attached the spreadsheet of amounts due – the most recent payment has not been adjusted in this report, as no payments had been received when this report was generated.

Please find the proposal below. Which is to be finalized in full no later than 3pm on Friday Feb 10<sup>th</sup>.

*You and Steve both confirmed with me over the phone on Sunday, Feb 5<sup>th</sup> that Q5id will pay all CV past due amounts by January 20<sup>th</sup>, and March 1<sup>st</sup>.*

*You stated that your investor required as terms of their funding, that you not pay your bridge loans on their contractual due dates.*

*Steve disagreed that it makes sense that the bridge loan would be paid late, and unfortunately, without having direct access to your lenders/investors, I'm unsure why they would contractually require you to make late repayment of debts and force you into a breach of your contracts.*

Travel safe and have a blast in London! One of my favorite cities. Wishing you much success in your meetings

Looking forward to Collaborating with you further,



Lisa R. Motor  
Collaborative Vision, LLC  
Staffing Experts

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COLLABORATE! VISUALIZE ▪ STRATEGIZE ▪ PRIORITIZE ▪ ACHIEVE  
C: 503.997.0439 | P: 503.941.9444 | F: 503.941.9449



From: Dominic O'Dierno <dod@q5id.com>  
Sent: Thursday, February 2, 2023 10:57 AM  
To: Lisa Matar <lisa@cvhires.com>  
Cc: Brian Grant <bgrant@q5id.com>  
Subject: Payment

Lisa,

A payment will be made today – Brian or team will reach out if they need any information from you. Thanks again for your patience. Hopefully in just a few more weeks or so we'll be in a position to do more.

My Best,



Dominic ODierno  
Executive Vice President, [Q5id](#)  
503.475.8290  
[dod@q5id.com](mailto:dod@q5id.com)

From: Dominic O'Dierno <dod@q5id.com>  
Date: February 2, 2023 at 10:49:00 AM PST  
To: Lisa Matar <lisa@cvhires.com>  
Cc: Steve Larson <slarson@q5id.com>, Brian Grant <bgrant@q5id.com>  
Subject: Re: Failure to pay balances owed

Thanks Lisa,

Brian or someone on his team will reach out to verify we have the proper information to make a payment to you.

My Best,

Dominic  
503.475.8290  
[dod@q5id.com](mailto:dod@q5id.com)





**From:** Lisa at CV Staffing <Lisa@cvhires.com>  
**Sent:** Thursday, February 2, 2023 10:22 AM  
**To:** Dominic O'Dierno <dod@q5id.com>  
**Cc:** Steve Larson <slarson@q5id.com>; Brian Grant <bgrant@q5id.com>  
**Subject:** Re: Failure to pay balances owed

Good morning Dom,

In follow up to your email from yesterday; I'd like to ask whether Q5id will be making an electronic bank deposit today?

I believe that you have the information necessary for an electronic deposit to be made, but if you believe there is anything needed from our side, please don't hesitate to let me know today.

Looking forward to Collaborating with you further,

Lisa Matar  
**COLLABORATE!**  
| P: [503.941.9444](tel:503.941.9444)

**From:** Dominic O'Dierno dod@q5id.com  
**Sent:** Wednesday, February 1, 2023 10:09 AM  
**To:** Lisa Matar lisa@cvhires.com  
**Cc:** Steve Larson slarson@q5id.com; Brian Grant bgrant@q5id.com  
**Subject:** Re: Failure to pay balances owed

So sorry Lisa, the lenders have required new documents which are getting done today. We will have funds tomorrow and will be able to make the first payment. It's been a huge process that took way longer than expected.

My Best,

Dominic

503.475.8290

dod@q5id.com



**From:** Lisa at CV Staffing <Lisa@cvhires.com>

**Sent:** Wednesday, February 1, 2023 9:57 AM

**To:** Steve Larson <slarson@q5id.com>; Dominic O'Dierno <dod@q5id.com>

**Subject:** Failure to pay balances owed

Good morning Gentlemen,

I want to address the fact that Q5id has failed to pay balances due, despite many assurances and contractual requirements to do so.

You also have missed the Jan 13th date guaranteed by the CEO for the repayment of the bridge loan.

It appears that Q5id believes it is acceptable to consistently breach contracts, commitments, and the very word given by its officers.

Lisa Matar

**COLLABORATE!**

| P: [503.941.9444](tel:503.941.9444)



**From:** Dominic O'Dierno <dod@q5id.com>  
**Sent:** Friday, January 20, 2023 5:20 PM  
**To:** Lisa Matar <lisa@cvhires.com>  
**Cc:** Steve Larson <slarson@q5id.com>  
**Subject:** Next Draft Outline - Thoughts

Lisa,

I've attempted to both respond to the items in the letter received by your counsel and outline our plans to provide repayment to you. Please see the attached Outline / Proposal

In the most immediate future however, we would like to reinstate the addendum that we had before, so that it is in place once we begin hiring more people. I've attached a copy which is the exact duplicate of the one we had in place before. The original contract was never terminated, so we don't need to redo that, but we certainly can recreate it and provide that as well if you want them both completed and dated for a current date.

There has been a lot of conversations so it would be most helpful to get on the phone and walk through these items with you. Main objectives are:

1. Reinstate the agreements as they were before, or simply agree the attempted termination was not valid and retain the prior agreements.
2. Walk through our payment plan on both your notes and the invoices due and payable
3. Discuss if you want to potentially participate in an equity swap for some of your balances, with a potential opportunity to sell them at a profit in the future

My Best,



Dominic O'Dierno  
Executive Vice President, [Q5id](#)  
503.475.8290 M  
[dod@q5id.com](mailto:dod@q5id.com)

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**From:** Dominic O'Dierno <[dod@q5id.com](mailto:dod@q5id.com)>  
**Sent:** Wednesday, January 11, 2023 1:01 PM  
**To:** Lisa at CV Staffing <[Lisa@cvhires.com](mailto:Lisa@cvhires.com)>  
**Subject:** Re: Q5id Shareholder Update - Zoom Invite Details for October 12, 2022

Thanks Lisa, I will get back to you on all of this as soon as I can, in the meantime, see a few notes below, but I'll have time later tonight to get a more complete response. In the meantime, see also the attached PDF which I just used to present to one of our investors – gives a pretty good update on some of our “hot” prospects right now.

Do you have time today or tomorrow to talk about the repayment plan?

Greatly appreciated!!

My Best,



Dominic O'Dierno  
Executive Vice President, [Q5id](#)  
503.475.8290 M  
[dod@q5id.com](mailto:dod@q5id.com)



23-11007-egb Doc#99-5 Filed 09/05/24 Entered 09/05/24 16:53:20 Exhibit CV-5 Pg 13 of 17  
**From:** Dominic O'Dierno <dod@q5id.com>  
**Sent:** Tuesday, January 10, 2023 9:13 PM  
**To:** Lisa Matar <lisa@cvhires.com>  
**Subject:** Update to the Payment Proposal

Lisa,

It's hard to clarify this without talking through it, but here's the plan we want to provide to you through a combination of cash payments and the Equity Exchange that will also generate cash payments to you.

Basically, the shares offered should be able to create liquidity sometime around the July/August timeframe (at an additional profit). Prior to that, we would pay down balances from cash secured through funding.

In addition, we would accelerate repayment of the loans once we secure \$5 million or more in funding, and accelerate any outstanding balances due once we secure \$10 million or more in funding.

With that said, here's the minimum monthly amount we believe we can set aside for you to repay the accounts payable balance – as mentioned above, we need to collaborate on what you want to do with the equity exchange option because from that point forward, you would actually begin to receive more than the remaining balance owed, due to the difference between the equity value exchanged (\$2.80 per share) and the equity value sold (estimated at \$4.00 per share).

Proposed Minimum Monthly Payments (for A/P amounts):

- February: 20,000
- March: \$20,000
- April: \$25,000
- May: \$30,000
- June: \$35,000
- July: \$40,000
- August and later: \$50,000 monthly payments (either from cash payments or from sale of shares) – however, with equity, you could potentially make significantly more per month from the sale of shares (e.g., just selling 20,000 shares per month would be an estimated \$80,000 for example).

To help us secure funding, we need to show that we have exchanged a portion of payables into equity – these shares will be sold into the offering at a profit. I'll work up a spreadsheet so we can get together, discuss your needs, and see how it would turn out for you. We would also guarantee to repurchase any shares you acquired through this exchange process for \$3.00 per share if it takes longer than 12 months to sell them through the Reg A Offering.

I hope this helps give you a bit more clarity, but it will really require us to get on the phone and walk through this (and probably review a spreadsheet with more details). The incentives (bonus shares and options) outlined in the prior email would still be offered, but we wanted to give you more assurance on the monthly cash proceeds that we feel we can deliver to give you a more well-rounded idea of the plan.

Bottom line, we'll need to connect, walk through the details and work out a plan that works for you, that we can deliver on. Looking forward to getting with you to discuss further.

In the meantime, please let me know if the agreement/addendum looks good and we can get that back in place.

My Best,



Dominic O'Dierno

Executive Vice President, [Q5id](#)

503.475.8290 M

[dod@q5id.com](mailto:dod@q5id.com)

**From:** Lisa at CV Staffing <Lisa@cvhires.com>  
**Sent:** Monday, January 9, 2023 9:37 AM  
**To:** Dominic O'Dierno <dod@q5id.com>  
**Subject:** Re: Your Contract

Good morning Dom,

Steph has everything.

Kindly respond with your plan for repayment of past due and loan as a first step.

Many thanks

**Looking forward to Collaborating with you further,**

Lisa Matar  
COLLABORATE!  
| P: [503.941.9444](tel:503.941.9444)

On Jan 9, 2023, at 9:30 AM, Dominic O'Dierno <[dod@q5id.com](mailto:dod@q5id.com)> wrote:

Lisa,

Can you please send us your contract / agreement? I hope to have it back to you today so that it exactly matches what we had before.

My Best,



Dominic O'Dierno  
Executive Vice President, [Q5id](#)  
503.475.8290 M  
[dod@q5id.com](mailto:dod@q5id.com)



**From:** Dominic O'Dierno <[dod@q5id.com](mailto:dod@q5id.com)>  
**Sent:** Thursday, November 17, 2022 4:30 PM  
**To:** Lisa Matar <[lisa@cvhires.com](mailto:lisa@cvhires.com)>  
**Cc:** Steve Larson <[slarson@q5id.com](mailto:slarson@q5id.com)>  
**Subject:** Q5id Financials

Lisa,

Per your request, here are our monthly financials for August, September and October, and interim financials for November, through our most current reconciliation (Friday, November 11<sup>th</sup>). You already have all our financials from July 31, 2022 and earlier (in the PPM) as I mentioned previously.

Let me know if you have any questions.

Looking forward to seeing some KYE enrollments come through – any on the horizon?

My Best,



Dominic ODierno  
SVP Strategic Development, [Q5id](#)  
503.475.8290  
[dod@q5id.com](mailto:dod@q5id.com)

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23:11007-cv-1 Doc#99-5 Filed 09/05/24 Entered 09/05/24 16:53:20 Exhibit CV-5 Pg 16 of 17  
From: Dominic O'Dierno <dod@Q5id.com>  
Sent: Wednesday, November 16, 2022 9:29 AM  
To: Elena Eastwood <eeastwood@q5id.com>; Lisa at CV Staffing <Lisa@cvhires.com>  
Cc: Becky Wanta <rwanta@q5id.com>; Steve Larson <slarson@q5id.com>  
Subject: Re: Financials - by Friday Nov 18th

Lisa,

Thanks for reaching out.

All shareholders have the right to see any information we share with other shareholders – what we provide from a financial reporting perspective is our Balance Sheet, Income Statement and Statement of Cash Flow reports. These are the only financial reports needed to fully understand a company's financial position and are the standard financial reporting documents for companies, including publicly traded companies.

All financials prior to and including July 31, 2022 were already provided to you in the PPM, so we can provide you with August through current so you have the latest. I will be back from my trip tomorrow and I can get those monthly financials to you unless Elena is available to do that in the meantime.

Here also is a copy of your Bridge Loan agreement for your records.

Looking forward to debriefing some time soon on your recent trip so we can make sure we're helping you follow up with any opportunities.

My Best,

 Dominic O'Dierno  
[dod@Q5id.com](mailto:dod@Q5id.com)  
(503) 475-8290





**To:** lisa@cvhires.com  
**Cc:** Steve Larson <slarson@q5id.com>  
**Subject:** Re: post trip catch up :

Lisa,

Thanks for your extremely detailed and informative update. I'm back in the office Tuesday and will work with Steve to get you fully up to speed on your information request and to schedule a call with you to further discuss your thoughts and findings.

Have a great weekend and thanks so much for your efforts!

My Best,

Dominic

Re: Signature requested on "Convertible Note - Matar, Lisa (2022-10-14)"



Lisa at CV Staffing <Lisa@cvhires.com>  
To: Dominic O'Dierno

Reply Reply All Forward ...  
Fri 10/14/2022 2:45 PM



Hi Dom,

Also I provided a business check so are the shares issued to the business?

**Looking forward to Collaborating with you further,**

Lisa Matar  
COLLABORATE!  
IP: 503.941.9444

On Oct 14, 2022, at 1:56 PM, Dominic O'Dierno <adobesign@adobesign.com> wrote:



Dominic O'Dierno requests your signature on  
[Convertible Note - Matar, Lisa \(2022-10-14\)](#)

**Review and sign**

Steve and Lisa, please sign this to document the 120-day convertible loan.

Call with any questions!

My Best,  
Dominic  
503-475-8290

DOMINIC O'DIERNO  
[dod@q5id.com](mailto:dod@q5id.com)

After you sign and [slarson@q5id.com](mailto:slarson@q5id.com) completes **Convertible Note - Matar, Lisa (2022-10-14)**, all parties will receive a final PDF copy by email.

**Don't forward this email:** If you don't want to sign, you can [delegate](#) to someone else.

